

RECORDATION NO. 19174 FILED ^A

APR 20 1999 2-15 PM

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OF COUNSEL
URBAN A. LESTER

Urban A. Lester
April 20, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale, dated March 15, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 19174.

The names and addresses of the parties to the enclosed document are:

Seller: GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, California 94111

Purchaser: Wheeling & Lake Erie Railway Company
100 East First Street
Brewster, Ohio 44613

A description of the railroad equipment covered by the enclosed document is:


One hundred thirty-nine (139) open top hopper railcars bearing WE reporting marks and road numbers set forth on Exhibit A attached to the Bill of Sale

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,


for Robert W. Alvord

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District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Bill of Sale", dated as of March 15, 1999 between GATX THIRD AIRCRAFT CORPORATION, Seller, and WHEELING & LAKE ERIE RAILWAY CO., Purchaser, is a true and complete copy of the original thereof.

Certified this 20th day of April, 1999.

Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation with an office and principal place of business at Four Embarcadero Center, Suite 2200, San Francisco, California 94111 ("Seller"), for and in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration received from WHEELING & LAKE ERIE RAILWAY COMPANY, a Delaware corporation with an office and principal place of business at 100 East First Street, Brewster, Ohio 44613 ("Purchaser"), the sufficiency of which is hereby acknowledged by Seller, has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does hereby bargain, sell, transfer, assign, set over and convey unto Purchaser, its successors and assigns forever the railcars described on Exhibit A attached hereto (the "Railcars").

Seller represents and warrants to Purchaser that Seller has title to the Railcars and good and lawful right to dispose of such title, and Seller, for itself, its successors and assigns, covenants that it will defend such title against all claims and demands whatsoever. Seller further warrants that the Railcars are free and clear of all liens, security interests and encumbrances created by or through Seller.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED. SELLER HAS NOT MADE, AND SHALL NOT, BY VIRTUE OF HAVING SOLD THE RAILCARS, BE DEEMED TO HAVE MADE, ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR USE, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF, THE RAILCARS OR THE MATERIAL OR WORKMANSHIP IN THE RAILCARS. THE RAILCARS ARE SOLD TO PURCHASER "AS IS, WHERE IS" AND "WITH ALL FAULTS." SELLER EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFITS OR INDIRECT, INCIDENTAL, CONSEQUENTIAL OR COMMERCIAL LOSSES AND FOR ALL OTHER OBLIGATIONS OR LIABILITIES ARISING FROM OR RELATED TO THE RAILCARS.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed on March 15, 1999.

GATX THIRD AIRCRAFT CORPORATION

By: Sharon F. Karol
Name: SHARON F. KAROL
Title: VICE PRESIDENT

**EXHIBIT A
TO BILL OF SALE**

(139) 2774 cu.ft. 70-ton open top hopper rail cars

<u>CAR MARK</u>			<u>CAR MARK</u>			<u>CAR MARK</u>			<u>CAR MARK</u>		
1	WE	548850	46	WE	548896	91	WE	548947	136	WE	548995
2	WE	548851	47	WE	548897	92	WE	548948	137	WE	548996
3	WE	548852	48	WE	548898	93	WE	548949	138	WE	548997
4	WE	548853	49	WE	548899	94	WE	548950	139	WE	548998
5	WE	548854	50	WE	548901	95	WE	548951			
6	WE	548855	51	WE	548902	96	WE	548952			
7	WE	548856	52	WE	548903	97	WE	548953			
8	WE	548857	53	WE	548904	98	WE	548954			
9	WE	548858	54	WE	548905	99	WE	548955			
10	WE	548859	55	WE	548906	100	WE	548956			
11	WE	548860	56	WE	548907	101	WE	548957			
12	WE	548861	57	WE	548909	102	WE	548958			
13	WE	548862	58	WE	548910	103	WE	548959			
14	WE	548863	59	WE	548911	104	WE	548960			
15	WE	548864	60	WE	548912	105	WE	548961			
16	WE	548865	61	WE	548913	106	WE	548962			
17	WE	548866	62	WE	548914	107	WE	548964			
18	WE	548867	63	WE	548915	108	WE	548965			
19	WE	548868	64	WE	548916	109	WE	548967			
20	WE	548869	65	WE	548917	110	WE	548968			
21	WE	548870	66	WE	548918	111	WE	548969			
22	WE	548871	67	WE	548919	112	WE	548970			
23	WE	548872	68	WE	548920	113	WE	548971			
24	WE	548873	69	WE	548921	114	WE	548972			
25	WE	548874	70	WE	548923	115	WE	548973			
26	WE	548875	71	WE	548924	116	WE	548974			
27	WE	548876	72	WE	548925	117	WE	548975			
28	WE	548877	73	WE	548926	118	WE	548976			
29	WE	548878	74	WE	548927	119	WE	548977			
30	WE	548879	75	WE	548929	120	WE	548978			
31	WE	548880	76	WE	548930	121	WE	548979			
32	WE	548882	77	WE	548931	122	WE	548980			
33	WE	548883	78	WE	548932	123	WE	548982			
34	WE	548884	79	WE	548933	124	WE	548983			
35	WE	548885	80	WE	548935	125	WE	548984			
36	WE	548886	81	WE	548936	126	WE	548985			
36	WE	548887	82	WE	548937	127	WE	548986			
38	WE	548888	83	WE	548938	128	WE	548987			
39	WE	548889	84	WE	548939	129	WE	548988			
40	WE	548890	85	WE	548940	130	WE	548989			
41	WE	548891	86	WE	548941	131	WE	548990			
42	WE	548892	87	WE	548942	132	WE	548991			
43	WE	548893	88	WE	548944	133	WE	548992			
44	WE	548894	89	WE	548945	134	WE	548993			
45	WE	548895	90	WE	548946	135	WE	548994			